



CORPORATION SERVICE COMPANY

RECORDATION NO. 16290-A FILED

OCT 28 '05

12-58 PM

SURFACE TRANSPORTATION BOARD



October 27, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
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Washington D.C. 20423
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Barbara.Saddler@stb.dot.gov

RE: 147777-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 27, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **J.M. HUBER CORPORATION**
2500 Windy Ridge Parkway Atlanta, GA 30339

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **J.M. HUBER CORPORATION** covering 55 covered hopper cars with reporting marks and numbers – JMHX 57572 – JMHX 57626 – INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 16290 dated 04/14/89 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

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AMENDED MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 27th day of September, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC. (as assignee of PITNEY BOWES CREDIT CORPORATION), a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and J.M. HUBER CORPORATION, a New Jersey corporation, with an address at 2500 Windy Ridge Parkway, Atlanta, GA 30339 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 30, 1989 and Schedules No. 01 and 02 thereto each dated March 30, 1989 (the "Lease") covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Interstate Commerce Commission ("ICC") on April 17, 1989 and given Recordation Number 16290.

WHEREAS, the Parties have amended the description of the equipment on Schedule A of Schedules No. 01 and 02 and wish to show for the public record the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: William O'Sullivan
Name: William O'Sullivan
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

J.M. HUBER CORPORATION

By: [Signature]
Name: Steve Tugman
Title: Logistics Manager, North America

Schedule A

Number of Cars			Equipment Description		
55			5,750 C.F. covered hopper cars		
1	JMHX	57572	50	JMHX	57621
2	JMHX	57573	51	JMHX	57622
3	JMHX	57574	52	JMHX	57623
4	JMHX	57575	53	JMHX	57624
5	JMHX	57576	54	JMHX	57625
6	JMHX	57577	55	JMHX	57626
7	JMHX	57578			
8	JMHX	57579			
9	JMHX	57580			
10	JMHX	57581			
11	JMHX	57582			
12	JMHX	57583			
13	JMHX	57584			
14	JMHX	57585			
15	JMHX	57586			
16	JMHX	57587			
17	JMHX	57588			
18	JMHX	57589			
19	JMHX	57590			
20	JMHX	57591			
21	JMHX	57592			
22	JMHX	57593			
23	JMHX	57594			
24	JMHX	57595			
25	JMHX	57596			
26	JMHX	57597			
27	JMHX	57598			
28	JMHX	57599			
29	JMHX	57600			
30	JMHX	57601			
31	JMHX	57602			
32	JMHX	57603			
33	JMHX	57604			
34	JMHX	57605			
35	JMHX	57606			
36	JMHX	57607			
37	JMHX	57608			
38	JMHX	57609			
39	JMHX	57610			
40	JMHX	57611			
41	JMHX	57612			
42	JMHX	57613			
43	JMHX	57614			
44	JMHX	57615			
45	JMHX	57616			
46	JMHX	57617			
47	JMHX	57618			
48	JMHX	57619			
49	JMHX	57620			